

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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|---|---|------------------------|
| In re:                                    | ) | Case No. 12-12020 (MG) |
|   | ) |                        |
| RESIDENTIAL CAPITAL, LLC, <u>et al.</u> , | ) | Chapter 11             |
|   | ) |                        |
| Debtors.                                  | ) | Jointly Administered   |
|   | ) |                        |

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**ORDER AUTHORIZING DEBTORS TO EXCEED PAGE LIMIT  
FOR DEBTORS' OPPOSITION TO MOTION OF AIG ASSET MANAGEMENT (U.S.),  
LLC, THE ALLSTATE ENTITIES, MASSACHUSETTS MUTUAL LIFE INSURANCE  
COMPANY, AND THE PRUDENTIAL ENTITIES FOR AN ORDER UNDER  
BANKRUPTCY RULE 3013 CONCERNING SUBORDINATION OF INVESTORS'  
SECURITIES CLAIMS**

Upon the request of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order allowing the Debtors’ Opposition to Motion of AIG Asset Management (U.S.), LLC, The Allstate Entities, Massachusetts Mutual Life Insurance Company, and the Prudential Entities for an Order Under Bankruptcy Rule 3013 Concerning Subordination of Investors’ Securities Claims (the “Opposition”) to exceed the twenty five page limit (the “Page Limit”) for all reply memoranda contained in the Court’s order establishing certain notice, case management and administrative procedures [Docket No. 141] (the “Case Management Order”); and the Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, and this being a core proceeding pursuant to 28 U.S.C. § 157(b); and the Court having found that the relief requested is in the best interests of the Debtors’ estates, their creditors, and other parties in interest, it is hereby

**ORDERED, ADJUDGED, AND DECREED THAT:**

1. The request is GRANTED as set forth herein.
2. The Opposition may exceed the Page Limit set forth in the Case Management Order by 10 additional pages, for a total of 35 pages.

Dated: February 19, 2013  
New York, New York

/s/Martin Glenn  
MARTIN GLENN  
United States Bankruptcy Judge